

EXECUTED IN 6 COUNTERPARTS
No. 3

PULLMAN TRANSPORT LEASING COMPANY
EQUIPMENT TRUST

Series 3

6643-B
RECORDATION NO. FILED IN

OCT 19 1972 - 11 25 AM

SUPPLEMENTAL AGREEMENT

Dated as of September 26, 1972

TO

EQUIPMENT TRUST AGREEMENT

Dates as of June 15, 1972

BY AND BETWEEN

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST
COMPANY OF CHICAGO,
Trustee

AND

PULLMAN TRANSPORT LEASING COMPANY

SUPPLEMENTAL AGREEMENT (the "Supplement") dated as of September 26, 1972, to EQUIPMENT TRUST AGREEMENT (the "Agreement") dated as of June 15, 1972, by and between CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association incorporated and existing under the laws of the United States, as Trustee (the "Trustee"), and PULLMAN TRANSPORT LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company").

WHEREAS, in accordance with Section 5.06 of the Agreement the Company wishes to sell, assign and transfer to the Trustee the equipment first described below in substitution for the equipment subject to the Agreement second described below, and

WHEREAS, Section 12.01 of the Agreement authorizes the Company and the Trustee to enter into this Supplemental Agreement without the consent of the holders of the Equipment Trust Certificates issued under the Agreement;

NOW THEREFORE, it is hereby agreed that Schedule A to the Agreement is hereby amended to: 1) add to such Schedule A and subject to the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
28	4,427 Cu. Ft. Capacity 100-ton Covered Hopper	TLDX 5341-5368

and 2) delete from such Schedule A and release from the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
10	5,820 Cu. Ft. Capacity 100-ton Covered Hopper	P'TLX 41352, 41353, 41389, 41393, 41407, 41411, 41418, 41420, 41421, 41424

Except as amended herein, the Agreement will continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate sales duly attested, to be hereunto affixed as of the day and

year first written.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

BY


Second Vice President

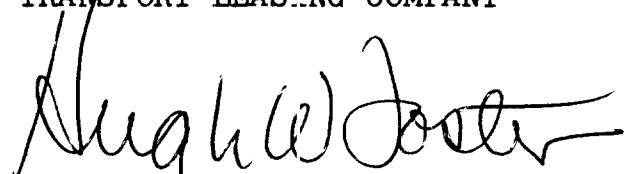
[Corporate Seal]

Attest: 
Trust Officer.

PULLMAN TRANSPORT LEASING COMPANY

[Corporate Seal]

BY


Vice President


Secretary.

STATE OF ILLINOIS,)
COUNTY OF C O O K,) SS.:

On this ^{11TH} day of OCTOBER, 1972, before me personally came V. L. BEDINGFIELD, to me known, who, being by me duly sworn, says that he resides at 615 N. DARTON AVE, ARLINGTON HEIGHTS, ILL., that he is a ~~SENIOR~~ VICE PRESIDENT of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like authority.

Notary Public *J. J. Powell* J. J. POWELL

My Commission Expires April 26, 1976

[Notarial Seal]

STATE OF ILLINOIS,)
COUNTY OF C O O K,) SS.:

On this 27th day of September, 1972, before me personally came Hugh W. Foster, to me known, who, being by me duly sworn, says that he resides at 1442 N. Dearborn Parkway, Chgo., that he is the Vice President of PULLMAN TRANSPORT LEASING COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

H. W. Foster
Notary Public

My Commission Expires April 27, 1976

[Notarial Seal]